#### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	-
	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	v	

#### **AFFIDAVIT OF SERVICE**

I, Jesse A. Offenhartz, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 3, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Fee Application Notice Parties Service List attached hereto as **Exhibit A**:

• Second Monthly Fee Statement of Deloitte & Touche LLP for Compensation for Services Rendered and Reimbursement of Expenses as Independent Audit and Advisory Services Provider to the Debtors for the Period from December 1, 2018 through December 31, 2018 [Docket No. 3025]

On April 3, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Master Service List attached hereto as **Exhibit B**:

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<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Motion of Debtors for Entry of an Order Authorizing and Approving Procedures for Settling *De Minimis* Affirmative Claims and Causes of Action of the Debtors [Docket No. 3031]
- Motion of Debtors for Authority to Assume Unexpired Leases of Nonresidential Real Property [Docket No. 3033]

On April 3, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via overnight mail on the Counterparties Service List attached hereto as **Exhibit C**:

 Motion of Debtors for Authority to Assume Unexpired Leases of Nonresidential Real Property [Docket No. 3033]

Dated: April 8, 2019

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on April 8, 2019, by Jesse A. Offenhartz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

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#### Exhibit A

# 18-23538-shl Doc 3078 Filed 04/08/19 Entered 04/08/19 15:46:40 Main Document Pg 4 of 32 Exhibit A

Fee Application Notice Parties Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Ira S. Dizengoff, Philip C. Dublin, Abid	idizengoff@akingump.com	
Proposed Counsel to Official Committee		Qureshi, Sara L. Brauner	pdublin@akingump.com	
of Unsecured Creditors of Sears Holdings		One Bryant Park	aqureshi@akingump.com	
Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com	Email
		Attn: Paul Schwartzberg, Richard Morrissey		
		201 Varick St.		
United States Trustee Southern District	Office of The United States Trustee for	Ste. 1006	richard.morrissey@usdoj.gov	
of New York	Region 2	New York NY 10014	paul.schwartzberg@usdoj.gov	Overnight Mail and Email
		Attn: Stephen Sitley Esq., Luke J. Valentino, Esq.,		
		Rob Riecker		
		3333 Beverly Road		
Debtors	Sears Holding Corporation	Hoffman Estates IL 60179		Overnight Mail
		Attn: Paul Leake, Esq., Shana Elberg, Esq., and		
Counsel to Bank of America, N.A.,		George R. Howard, Esq.	Paul.Leake@skadden.com	
administrative agent under the First Lien		4 Times Square	Shana.Elberg@skadden.com	
Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	New York NY 10036	George.Howard@skadden.com	Email
			ray.schrock@weil.com	
			garrett.fail@weil.com	
			jacqueline.marcus@weil.com	
			sunny.singh@weil.com	
		Attn: Ray C. Schrock, P.C., Jacqueline Marcus,	JeriLeigh.Miller@weil.com	
		Garrett A. Fail, Sunny SinghJared R. Friedmann,	jessica.liou@weil.com	
		Jessie B. Mishkin, Esq.	Paloma.VanGroll@weil.com	
		767 Fifth Avenue	Jared.Friedmann@weil.com	
Counsel to Debtors	Weil, Gotshal & Manges LLP	New York NY 10153	Jessie.Mishkin@weil.com	Email

In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

#### Exhibit B

#### 18-23538-shl Doc 3078 Filed 04/08/19 Entered 04/08/19 15:46:40 Main Document Pg 6 of 32

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
51331III 11011	1	Attn: Dana Nessel, Juandisha M. Harris		
		3030 W. Grand Blvd.		
	AG and Assistant AG for the State of	Cadillac Place, Ste. 10-200		
Counsel to State of Michigan, Department of Treasury	Michigan, Dept. of Treasury	Detroit MI 48202	harrisj12@michigan.gov	Email
Counsel to State of Michigan, Department of Treasury	Wildingari, Dept. of Treasury	Detroit Wil 40202	idizengoff@akingump.com	Linaii
		Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	pdublin@akingump.com	
Proposed Counsel to Official Committee of Unsecured Creditors of Sears		One Bryant Park	agureshi@akingump.com	
•	Akin Cuma Straucs Hayor & Fold LLD	New York NY 10036	sbrauner@akingump.com	Email
Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Pamela H. Walters, Johnetta Lang	sbrauner@akingump.com	Email
		2520 W.W. Thorne Drive		
Attendance for Aldino Indones doub Cohool District	Alding Indonesidant Cabaal District		hadinate . Solding ind a se	5
Attorneys for Aldine Independent School District	Aldine Independent School District	Houston TX 77073 Attn: Jenelle C. Arnold	bnkatty@aldineisd.org	Email
As Assat Basic Section II Called Basic Alley Vall Mailley FIVA		4375 Jutland Drive, Suite 200		
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA		P.O. Box 17933		- "
the Bank of New York	Aldridge Pite, LLP	San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
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		16th Floor		
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		Attn: Anthony J. D'Artiglio, Esq.		
		365 Rifle Camp Road		
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
		Attn: Anthony J. D'Artiglio, Joshua S. Bauchner		
		365 Rifle Camp Road		
Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
		Attn: Allen G. Kadish, Lance A. Schildkraut		
		630 Third Avenue	akadish@archerlaw.com	
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	New York NY 10017	lschildkraut@archerlaw.com	Email
·	·	Attn: Andrew I. Silfen, Beth Brownstein		
Counsel to Rare Hospitality Management, LLC, Rare Hospitality		1301 Avenue of the Americas		
International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants,		Floor 42	andrew.silfen@arentfox.com	
Inc.	Arent Fox LLP	New York NY 10019	beth.brownstein@arentfox.com	Email
	THE CONTENT	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq.	beambrownstering arentrodecom	2.11011
		70 West Madison Street		
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Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Chicago IL 60602	ginger.clements@arnoldporter.com	Email
counserior AT&T and Turner broadcasting sales, inc.	Alfibid & Forter Raye Scholer LLi	Attn: Courtney A. Schael, Esq.	ginger.ciements@arnoidporter.com	Linaii
		100 Quimby Street		
		Suite 1		
Coursel to China Eu Common of America Inc	Ashford Cabasilic		CCabaal@AabfaadNII a	Formil
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Westfield NJ 07090 Attn: Edward E. Neiger, Jennifer A. Christian	CSchael@AshfordNJLaw.com	Email
		151 West 46th Street	onoigor@acklln.com	
Courselles Charles United	ACKLIB	4th Floor	eneiger@askllp.com	E v v 1
Counsel to City Choice Limited	ASK LLP	New York NY 10036	jchristian@askllp.com	Email
		Attn: James W. Grudus, Esq.		
		One AT&T Way		
		Room 3A115		
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Bedminster NJ 07921	Jg5786@att.com	Email
		Attn: Magdalena Cuellar		
		5108 E. Clinton Way		
		Ste. 109		
Interested Party	Austin Enterprises, LP.	Fresno CA 93727	mcuellar45@austinenterpriseslp.com	Email

#### 18-23538-shl Doc 3078 Filed 04/08/19 Entered 04/08/19 15:46:40 Main Document Pg 7 of 32 Exhibit B

Anter Mark Francis (Fig. 19) Councel to 235 S. Wacker, ILC  Accidental Practical & Creately, ILP  Accidental	DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
And Exception Frankel & Krissky, LEP					
Floor II 1			800 Third Avenue		
Source It to 233 S. Worker, LLC  Sockers for Christoph Tankel & Kinsley It IV D  Counsel to American Greeting, Corporation  Sake & Rosseller LLD  Counsel to American Greeting, Corporation  Sake & Rosseller LLD  Counsel to American Greeting, Corporation  Sake & Rosseller LLD  Counsel to American Greeting, Corporation  Sake & Rosseller LLD  Sockers for Christoph Tankel Counsell Co					
Attr. Lesis C. According Souther South Foreign Souther South Foreign Souther South Foreign Souther South Foreign Souther South	Counselt to 233 S. Wacker TLC	Backenroth Frankel & Krinsky IIP		mfrankel@hfklaw.com	Fmail
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Coursel to American Greetings Corporation  Daker & Hostetler LIP  New York FV 10111  Attr. Deside: 52nd Hoor: - Mellion Bakerlaw com  Ballard Spahr LIP  Philadelpilar PA 19103  Ballard Spahr LIP  Altr. Deside: 52nd Hoor: - Mellion Bakerlaw com  Ballard Spahr LIP  Philadelpilar PA 19103  Ballard Spahr LIP  Altr. Deside: 52nd Hoor: - Mellion Bakerlaw Come  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Attr. Leslie C. Hellman, Matthew G. Summers  Ballard Spahr LIP  Wilmington DE 1980  Ballard Spahr LIP  New York RY 10019 58200  Ballard Spahr LIP					
Attr. Bavid L. Pollack Coursel to Britmor Property Group, Inc. and Federal Realty Investment Coursel to Britmor Property Group, Inc. and Federal Realty Investment Coursel to Britmor Property Group, Inc. and Federal Realty Investment Coursel to Britmor Property Group, Inc. Centennial Real Estate Co., Center-of-of-of-of-of-of-of-of-of-of-of-of-of-					- "
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Really Limited Partnership, CE. Lohn Company, Inc., Centennial Real Estate, C., Cented Properties, LLG, Septidic Est, LLF, (MRCMT 2007-C33) independence Center, LLG, Salvador Properties, LLG, Septidic Estate, C., Cented Real States, LLG, WRCMT 2007-C33 independence Center, LLG, Salvador Real States, LLG, WRCMT 2007-C33 independence Center, LLG, Salvador Real States, LLG, WRCMT 2007-C33 independence Center, LLG, Salvador Real States, LLG, WRCMT 2007-C33 independence Center, LLG, Salvador Real States, LLG, Salvador Real Partners, LLG, Karvador Centery, LLG, Salvador Real Partners, LLG, Karvador Real Partners, LLG, Karvador Real Partners, LLG, Karvador Real Partners, LLG, Karvador Real Partners, LLG, Andrea Company, Inc., CENTRA MIRITER, LLG, and William Company, Inc., CENTRA MIRITER, LLG, and Company, Inc., CENTRA MIRITER, LLG, and William Company, Inc., CENTRA MIRITER, LLG, and Company, Inc., CENTRA MIRITER, LLG, Salvador Mi	Trust	Ballard Spahr LLP	Philadelphia PA 19103	pollack@ballardspahr.com	Email
Estate Co., CenterCal Properties, LLC, SS Pacific ER, LLC, PMM Real Estate, VLT SQR Real Estate, LLC, WEART 2007-C33 Independence Center, LLC, and White Palans Calibrat Intel Partnership, PGMM Real Estate, Pacific Retail Group, WECMT 2007-C33 Independence Center LLC, Starwood Real Partnership, PGMM Real Estate, Pacific Retail Group, WECMT 2007-C33 Independence Center LLC, Starwood Real Partnership, PGMM Real Estate, Pacific Retail Group, WECMT 2007-C33 Independence Center LLC, Starwood Real Partnership, PGMM Real Estate, Pacific Retail Group, WECMT 2007-C33 Independence Center LLC, Starwood Real Partnership, PGMM Real Estate, Cut, Centercial Partnership, PGMM Real Estate, LLC, and PGM Partnership, PGMM Real Estate, Pacific Retail Group, WECMT 2007-C33 Independence Center LLC, Starwood Real Partnership, PGMM Real Estate, LLC, and PGM Partnership, PGMM	• •		Atta: Dustia D. Dusansh		
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and White Palans Galleria Lumited Partnership Counsel To Foder Backly Nemmer Trust, Acadia Realty Lumited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Stanwood Retail Partnership, PGIM Real Estate Co, CenterCal Papperties, LLC, Ce, Lohns Company, Long, C, EMR Realty Cappal, Inc., 65 Pacific RS, LLC, The Macerich Company, Vintage Real Estate, LLC, and White Palans Galleria Limited Partnership Ballard Spahr LLP Wilmington DE 19801 summersn@ballardspahr.com Wilmington DE 19801 summersn@ballardspahr.com Femall Attr. Paul E. Harner, Alyssa E. Kutner 1,675 Broadway 1,295 Floor New York NY 10039-S820 Manassas Mall Owner LLC, Pought Response Galleria LLC, Salmon Run Shopping Center, LLC, SaR Company of West Seneca NewCo, LLC, Washington Common NewCo LLC, and DGI LS, LLC, Light 125 James West LLC, Shillington Plaza LLC  Counsel to Urschel Development Corporation Barnes & Thornburg LLP Sarvas Refres LLC, Sarvas NY 13002 Sa			•		
Coursel to Federal Reality Investment Trust, "Acadia Reality Limited Partnership, Politics Realisation, public Realisation, pu	, , ,		Suite 800		
Partnership, PSIM Real Estate, Pacific Retail Group, WBCMT 2007-C23 Independence Center LLC, Starwood Retail Partners LLC, Krawo Company, Brixmor Property Group, Inc., Centennial Real Estate, CD., Centercial Properties, LLC, CE, Johns Company, Inc., GEN Realby Legatial, Inc., GS Pacific RR, LLC, The Macerich Company, Virtage Real Estate, LLC, and White Plains Galleria Limited Partnership  Ballard Spahr LLP  Wilmington D13801  Attr. Paul E, Harner, Alyssa E, Kutner 1157 Broadway 19th Floor  New York NY 10019-5820  Attr. Revision Management Sons, S-Tract LLC and FBA Holdings, Inc. Courset to CJ. Segentrom & Sons, S-Tract LLC and FBA Holdings, Inc. Courset to CJ. Segentrom & Sons, S-Tract LLC and FBA Holdings, Inc. Courset to CJ. Segentrom & Sons, S-Tract LLC and FBA Holdings, Inc. Courset to CJ. Segentrom & Sons, S-Tract LLC and FBA Holdings, Inc. Courset to CJ. Segentrom & Sons, S-Tract LLC and FBA Holdings, Inc. Courset to Avaitable Main NewCo, LLC, Holyace Main Company, L-y-Jivids Manassas Mall Owner LLC, Polyace Main Company, L-y-Jivids Marchael Active Main Main Company, L-y-Jivids Marchael Active Main Main Company, L-y-Jivids Marchael Active Main Main Mai	and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Los Angeles CA 90067-2909	branchd@ballardspahr.com	Email
Independence Center LLC, Starwood Retail Partners LLC, Co., CenterCal Resirron Properties, LLC, Ce. Johns Company, Inc., GSB Realty Capital, Inc., G					
Attr. Leslie C. Hellman, Matthew G. Summers Properties, LLC, Ce. Jonns Company, Unit. Gelf Re Relly Capital, Inc., 6S Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, and White Plains Galleria Limited Partnership  Ballard Spahr LLP  Willington DE 19801  Attr. Paul E. Harmer, Alyssa E. Kutner 1675 Broadway 19th Honor 1915 Now Market Street 1915 Now Market Now Market Street 1915 Now Market Now					
Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific RR, LLC, The Mascenth Company, Vintage Real Estate, LLC, and White Plains Galleria Limited Partnership  Ballard Spahr LLP  Attr. Paul E. Flamer, Alyssa E. Kutner 1675 Broadway 19th Floor 167	Independence Center LLC, Starwood Retail Partners LLC, Kravco Company,	,			
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#### Exhibit C

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Case No. 18-23538 (RDD)